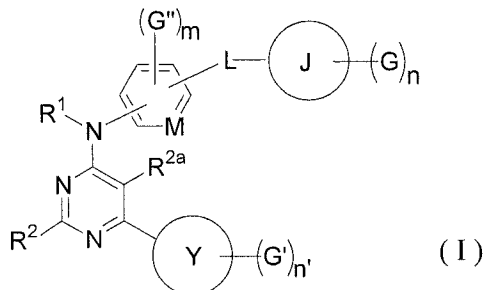


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the structure



wherein

R^1 represents H, (C₁-C₃)alkyl, or cyclopropyl;

R^2 represents (C₁-C₃)alkyl, cyclopropyl, O(C₁-C₃)alkyl, or NR^3R^4

wherein R^3 and R^4 are H, (C₁-C₃)alkyl, or cyclopropyl;

R^{2a} represents H or halogen;

M represents CH or N;

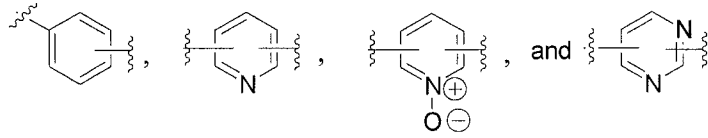
L represents a carbonyl group, O, NR^5 , CR^6R^7 , or (C₂-C₃)alkylenyl which is optionally substituted up to twice by groups independently selected from halogen and OH;

wherein

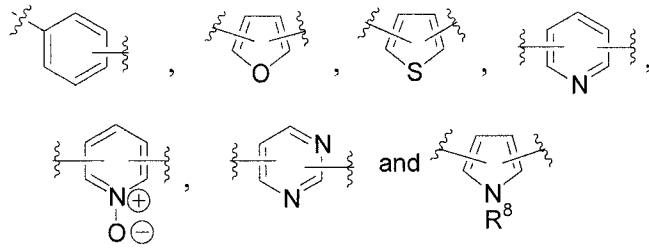
R^5 is H or (C₁-C₃)alkyl; and

R^6 and R^7 are independently H, CH₃, halogen, or OH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



wherein R^8 represents H or (C₁-C₃)alkyl;

G'' represents a substituent selected from the group consisting of (C₁-C₃)alkyl, cyclopropyl, O(C₁-C₃)alkyl, halogen, CF₃, CN and CO₂R⁹;

wherein

R^9 represents H or (C₁-C₃)alkyl; and

m represents the number of substituents G'' , and is 0, 1, or 2;

G represents a substituent located on ring J;
G' represents a substituent located on ring Y;
n represents the number of substituents G; and
n' represents the number of substituents G' ;

n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G11, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12-G37;

and subject to the further provisos

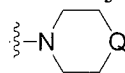
- 4) when J is phenyl, G is other than OH or alkylthio; and when J is phenyl or pyridyl, n is 1, 2, or 3;
- 5) when J is phenyl, and G is G4 shown below, then R² is NR³R⁴;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;
- G3) OH ;
- G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF₃ ;
- G6) NHC(O)(C₁-C₃)alkyl ;
- G7) NHSO₂(C₁-C₃)alkyl ;
- G8) NR¹⁰R¹¹, wherein
R¹⁰ and R¹¹ are independently selected from
H,
CH₃,
cyclopropyl,
benzyl,
NR¹²R¹³ wherein
R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided
that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,
and
(C₂-C₄)alkyl which is optionally substituted up to three times by
halogen, and up to two times by substituent groups

independently selected from hydroxyl, O(C₁-C₃)alkyl, and NR¹⁴R¹⁵, wherein

R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or R¹⁴ and R¹⁵ can join to form a heterocycle of formula



wherein

Q represents CH₂, O, or NR¹⁶, and

R¹⁶ represents H or (C₁-C₃)alkyl,

or

R¹⁰ and R¹¹ may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by

OH,

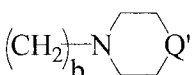
NR¹⁷R¹⁸, wherein

R¹⁷ and R¹⁸ are H or (C₁-C₃)alkyl,

or by

(C₁-C₃)alkyl which is optionally substituted up to two times by halogen, OH, or O(C₁-C₃)alkyl;

- G9) (CH₂)_a-NR¹⁹R²⁰ wherein
R¹⁹ and R²⁰ are independently H, (C₁-C₅)alkyl, or (C₃-C₆)cycloalkyl, or may be joined to form a saturated 5-6-membered N-containing ring; and
the subscript "a" is an integer of 1-4;

- G10)  wherein
Q' is O or NR²¹;
R²¹ is H, (C₁-C₃)alkyl, or cyclopropyl; and
the subscript "b" is an integer of 1-3;

- G11) CH₂NR²²(CH₂)_cOCH₃ wherein
R²² is H, (C₁-C₃)alkyl, or cyclopropyl; and
the subscript "c" is an integer of 2-4;

- G12) OSO₂NR²³R²⁴ wherein
R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl which may optionally be substituted once by OH or NR²⁵R²⁶, wherein
R²⁵ and R²⁶ independently represent H or (C₁-C₃)alkyl;

- G13) CN;

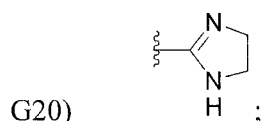
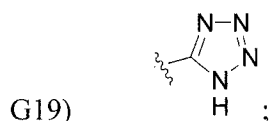
- G14) NO₂;

G15) cyclopropyl;

G16) OR^{27} , wherein
 R^{27} represents phenyl or benzyl;

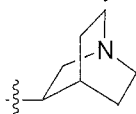
G17) $\text{S}(\text{C}_1\text{-C}_3)\text{alkyl}$;

G18) $\text{CH}=\text{CH}-(\text{CH}_2)_{1-3}-\text{OR}^5$; wherein
 R^5 represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;



G21) $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$, wherein
 R^{28} and R^{29} are independently selected from
 H,

cyclopropyl, provided that both R^{28} and R^{29} are not simultaneously
 cyclopropyl,



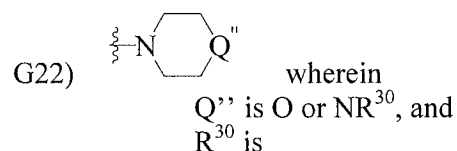
, provided that this group does not constitute both R^{28}
 and R^{29} simultaneously,

and

$(\text{C}_1\text{-C}_3)\text{alkyl}$ which is optionally substituted up to two times by
 OH;

or

R^{28} and R^{29} may be joined to form a saturated 5-6-membered N-
 containing ring which is optionally substituted up to two times by
 OH, or by $(\text{C}_1\text{-C}_3)\text{alkyl}$ which in turn is optionally substituted up
 to two times by OH or $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$;



H,

cyclopropyl, or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ which is optionally substituted once by
 halogen, OH, or $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$;

- G23) $\text{O}-(\text{CH}_2)_d-\text{NR}^{31}\text{R}^{32}$ wherein
 R^{31} and R^{32} are independently H, (C₁-C₃)alkyl, or cyclopropyl, or
may be joined to form a saturated 5-6-membered
N-containing ring; and
the subscript "d" is an integer of 2-4;

- G24) $\text{O}-(\text{CH}_2)_e-\text{N} \begin{array}{c} \diagup \quad \diagdown \\ \text{ } \quad \text{ } \end{array} \text{Q}'''$ wherein
the subscript "e" is an integer of 2-3; and
 Q''' is O or NR^{33} ; and
 R^{33} is H, (C₁-C₃)alkyl, or cyclopropyl;

- G25) $\begin{array}{c} \text{O} \\ \parallel \\ \text{---C---} \end{array} \text{N} \begin{array}{c} \diagup \quad \diagdown \\ \text{ } \quad \text{ } \end{array} \text{Q}^{\text{iv}}$ wherein
 Q^{iv} is O or NR^{34} ; and
 R^{34} is H, (C₁-C₃)alkyl, or cyclopropyl;


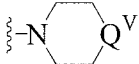

- G26) $\text{C}(\text{O})\text{NR}^{35}(\text{CH}_2)_f\text{OR}^{36}$ wherein
 R^{35} is H, (C₁-C₃)alkyl, or cyclopropyl;
 R^{36} is (C₁-C₆)alkyl optionally substituted up to two times by
halogen, OH, or O(C₁-C₃)alkyl, and
the subscript "f" is an integer of 2-4;

- G27) CO_2R^{37} wherein
 R^{37} is H or (C₁-C₃)alkyl;

- G28) phenyl, which is optionally substituted by up to 2 groups selected from
halogen, (C₁-C₃)alkyl, OR^{38} , CN, CF₃, and $\text{NR}^{39}\text{R}^{40}$
wherein
 R^{38} represents H or (C₁-C₃)alkyl; and
 R^{39} and R^{40} represent H or (C₁-C₃)alkyl;

- G29) $\text{NR}^{41}\text{SO}_2\text{NR}^{42}\text{R}^{43}$ wherein
 R^{41} represents H, or (C₁-C₄)alkyl, and
 R^{42} and R^{43} independently represent H, CH₃, or (C₂-C₃)alkyl
which may optionally be substituted once by -OH or
 $\text{NR}^{44}\text{R}^{45}$, wherein
 R^{44} and R^{45} independently represent H or
(C₁-C₃)alkyl;

- G30) $\text{OC}(\text{O})-\text{CH}_2-\text{NR}^{46}\text{R}^{47}$ wherein
 R^{46} and R^{47} independently represent H, (C₁-C₃)alkyl, or
CO₂(t-butyl), provided that R^{46} and R^{47} are not both
simultaneously CO₂(t-butyl);

- G31) $N(R^{48})C(O)R^{49}$ wherein
 R^{48} represents H or (C_1-C_3) alkyl; and
 R^{49} represents
 $(CH_2)_{1-3}-CO_2H$,
 $O(C_2-C_4)$ alkyl,
 $(CH_2)_{1-4}-NR^{50}R^{51}$ wherein
 R^{50} and R^{51} independently represent H or
 (C_1-C_3) alkyl, or
 $CH(R^{52})-NR^{53}R^{54}$ wherein
 R^{52} represents $(CH_2)_{1-4}-NH_2$, CH_2OH ,
 $CH(CH_3)OH$, or (C_1-C_3) alkyl; and
 R^{53} and R^{54} independently represent H or
 (C_1-C_3) alkyl;
- G32) $C(O)-(C_1-C_3)$ alkyl;
- G33) $(CH_2)_g-N(R^{55})-C(O)-R^{56}$ wherein
 g represents 1, 2, or 3;
 R^{55} represents H or (C_1-C_3) alkyl;
 R^{56} represents
 (C_1-C_3) alkyl optionally substituted up to two times by
 OR^{57} or $NR^{58}R^{59}$, wherein
 R^{57} represents H or (C_1-C_3) alkyl, and
 R^{58} and R^{59} each represents H or
 (C_1-C_3) alkyl,
 or R^{56} represents  wherein
 R^{60} represents halogen, (C_1-C_3) alkyl, $O(C_1-C_3)$ alkyl, CN,
 OH , CF_3 , or $NR^{61}R^{62}$, wherein
 R^{61} and R^{62} represent H or (C_1-C_3) alkyl; and
 h represents 0, 1, or 2;
- G34) $(CH_2)_i-N(R^{63})-C(O)-NR^{64}R^{65}$ wherein
 i represents 1, 2, or 3;
 R^{63} represents H or (C_1-C_3) alkyl;
 R^{64} and R^{65} each represents H or (C_1-C_3) alkyl;
 or
 R^{64} and R^{65} may be joined to form  wherein
 Q^V represents CH_2 , O or NR^{66} wherein
 R^{66} represents H or (C_1-C_3) alkyl;
- G35) $(CH_2)_j-N(R^{67})-SO_2-$  wherein

j represents 1, 2, or 3;
 R^{67} represents H or (C₁-C₃)alkyl; and
 R^{68} represents H or (C₁-C₃)alkyl;

G36) $(CH_2)_k-N(R^{69})-SO_2-R^{70}$ wherein
k represents 1, 2, or 3;
 R^{69} represents H or (C₁-C₃)alkyl; and
 R^{70} represents (C₁-C₄)alkyl, or phenyl which is optionally substituted up to perhalo by halogen or up to three times by OR⁷¹, CN, CF₃, or NR⁷²R⁷³, wherein
 R^{71} represents H or (C₁-C₃)alkyl; and
 R^{72} and R^{73} each represents H or (C₁-C₃)alkyl;

G37) $CH=CH-(CH_2)_{1-3}-NR^{74}R^{75}$ wherein

R^{74} and R^{75} represent H or (C₁-C₃)alkyl;

or a pharmaceutically acceptable salt, solvate, solvate of a salt, or stereoisomer thereof.

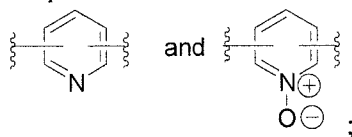
2. (Original) The compound of claim 1

wherein

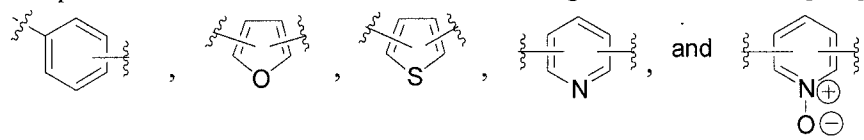
R^1 represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G13, G22, G29, and G31;

and subject to the further proviso

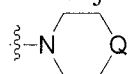
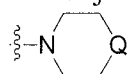
- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

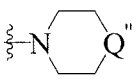
G and G' moieties are independently selected from the group consisting of:

G1) halogen ;

G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;

- G3) OH;
- G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF₃;
- G8) NR¹⁰R¹¹, wherein
R¹⁰ and R¹¹ are independently selected from
H,
CH₃,
cyclopropyl,
benzyl,
NR¹²R¹³ wherein
R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided
that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,
and
(C₂-C₄)alkyl which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, O(C₁-C₃)alkyl, and
NR¹⁴R¹⁵, wherein
R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or
R¹⁴ and R¹⁵ can join to form a heterocycle of

formula  wherein
Q represents CH₂, O, or NR¹⁶, and
R¹⁶ represents H or (C₁-C₃)alkyl,
or
R¹⁰ and R¹¹ may be joined to form a saturated 5-6-membered
N-containing ring which is optionally substituted up to two times
by
OH,
NR¹⁷R¹⁸, wherein
R¹⁷ and R¹⁸ are H or (C₁-C₃)alkyl,
or by
(C₁-C₃)alkyl which is optionally substituted up to two times by
halogen, OH, or O(C₁-C₃)alkyl;
- G12) OSO₂NR²³R²⁴ wherein
R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl
which may optionally be substituted once by OH or
NR²⁵R²⁶, wherein
R²⁵ and R²⁶ independently represent H or
(C₁-C₃)alkyl;

G13) CN ;

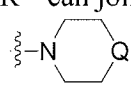
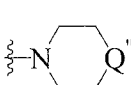
G22)  wherein
 Q'' is O or NR³⁰, and
 R³⁰ is
 H,
 cyclopropyl, or
 (C₁-C₃)alkyl which is optionally substituted once by
 halogen, OH, or O(C₁-C₃)alkyl;

G29) NR⁴¹SO₂NR⁴²R⁴³ wherein
 R⁴¹ represents H, or (C₁-C₄)alkyl, and
 R⁴² and R⁴³ independently represent H, CH₃, or (C₂-C₃)alkyl
 which may optionally be substituted once by -OH or
 NR⁴⁴R⁴⁵, wherein
 R⁴⁴ and R⁴⁵ independently represent H or
 (C₁-C₃)alkyl; and

G31) N(R⁴⁸)C(O)R⁴⁹ wherein
 R⁴⁸ represents H or (C₁-C₃)alkyl; and
 R⁴⁹ represents
 (CH₂)₁₋₃-CO₂H,
 O(C₂-C₄)alkyl,
 (CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein
 R⁵⁰ and R⁵¹ independently represent H or
 (C₁-C₃)alkyl, or
 CH(R⁵²)-NR⁵³R⁵⁴ wherein
 R⁵² represents (CH₂)₁₋₄-NH₂, CH₂OH,
 CH(CH₃)OH, or (C₁-C₃)alkyl; and
 R⁵³ and R⁵⁴ independently represent H or
 (C₁-C₃)alkyl.

3. (Original) The compound of claim 2
 wherein
 R¹ represents H;
 R² represents O(C₁-C₃)alkyl or NR³R⁴
 wherein R³ and R⁴ are H or (C₁-C₃)alkyl;
 R^{2a} represents H;
 L represents O or CR⁶R⁷ wherein
 R⁶ and R⁷ are independently H, CH₃, or OH;
 G'' represents a substituent selected from the group consisting of O(C₁-C₃)alkyl, halogen,
 and CF₃;
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

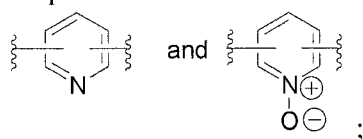
- G1) Cl or F;
- G2) O(C₁-C₃)alkyl;
- G3) OH ;
- G4) (C₁-C₃)alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF₃;
- G8) NR¹⁰R¹¹, wherein
 R¹⁰ and R¹¹ are independently selected from
 H,
 CH₃,
 cyclopropyl,
 benzyl,
 NR¹²R¹³ wherein
 R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided
 that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,
 and
 (C₂-C₄)alkyl which is optionally substituted up to three times by
 halogen, and up to two times by substituent groups
 independently selected from hydroxyl, O(C₁-C₃)alkyl, and
 NR¹⁴R¹⁵, wherein
 R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or
 R¹⁴ and R¹⁵ can join to form a heterocycle of
 formula  wherein
 Q represents CH₂, O, or NR¹⁶, and
 R¹⁶ represents H or (C₁-C₃)alkyl,
- G12) OSO₂NR²³R²⁴ wherein
 R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl which may
 optionally be substituted once by OH or NR²⁵R²⁶, wherein
 R²⁵ and R²⁶ independently represent H or (C₁-C₃)alkyl;
- G13) CN ;
- G22)  wherein
 Q'' is O or NR³⁰, and
 R³⁰ is H or (C₁-C₃)alkyl; and
- G31) N(R⁴⁸)C(O)R⁴⁹ wherein
 R⁴⁸ represents H or (C₁-C₃)alkyl; and

R^{49} represents
(CH₂)₁₋₃-CO₂H,
O(C₂-C₄)alkyl,
(CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein
R⁵⁰ and R⁵¹ independently represent H or (C₁-C₃)alkyl, or
CH(R⁵²)-NR⁵³R⁵⁴ wherein
R⁵² represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or
(C₁-C₃)alkyl; and
R⁵³ and R⁵⁴ independently represent H or (C₁-C₃)alkyl.

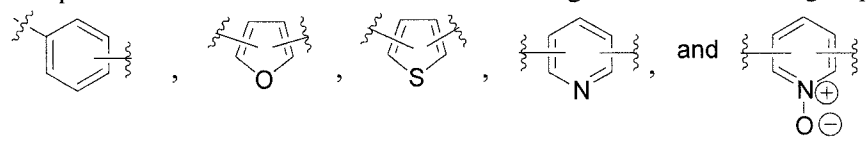
4. (Original) The compound of claim 1
wherein
R¹ represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G21, G25, G26, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

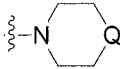
G1) halogen ;

G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;

G3) OH ;

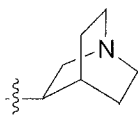
G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF_3 ;

G8) $\text{NR}^{10}\text{R}^{11}$, wherein
 R^{10} and R^{11} are independently selected from
H,
 CH_3 ,
cyclopropyl,
benzyl,
 $\text{NR}^{12}\text{R}^{13}$ wherein
 R^{12} and R^{13} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, provided
that both R^{10} and R^{11} are not $\text{NR}^{12}\text{R}^{13}$ simultaneously,
and
 $(\text{C}_2\text{-C}_4)\text{alkyl}$ which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$, and
 $\text{NR}^{14}\text{R}^{15}$, wherein
 R^{14} and R^{15} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, or
 R^{14} and R^{15} can join to form a heterocycle of

formula ---N---Q wherein
Q represents CH_2 , O, or NR^{16} , and
 R^{16} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$,
or
 R^{10} and R^{11} may be joined to form a saturated 5-6-membered
N-containing ring which is optionally substituted up to two times
by
OH,
 $\text{NR}^{17}\text{R}^{18}$, wherein
 R^{17} and R^{18} are H or $(\text{C}_1\text{-C}_3)\text{alkyl}$,
or by
 $(\text{C}_1\text{-C}_3)\text{alkyl}$ which is optionally substituted up to two times by
halogen, OH, or $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$;

G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH_3 , or $(\text{C}_2\text{-C}_4)\text{alkyl}$ which may
optionally be substituted once by OH or $\text{NR}^{25}\text{R}^{26}$, wherein
 R^{25} and R^{26} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

G21) $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$, wherein
 R^{28} and R^{29} are independently selected from
H,
cyclopropyl, provided that both R^{28} and R^{29} are not simultaneously
cyclopropyl,



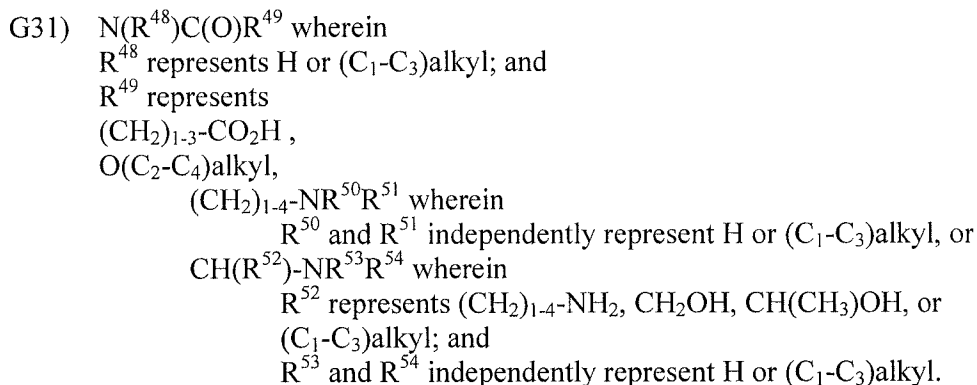
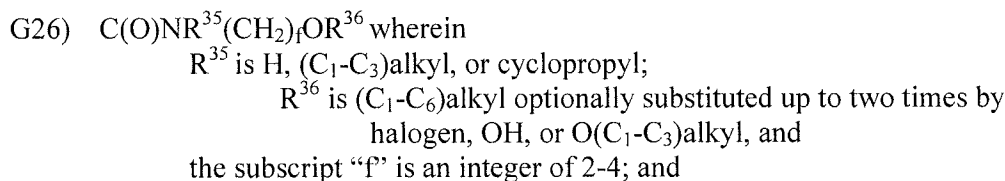
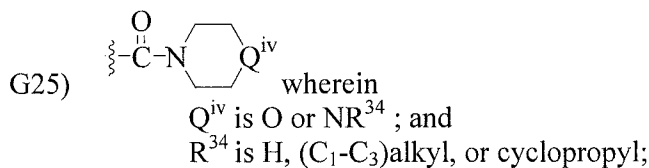
, provided that this group does not constitute both R^{28} and R^{29} simultaneously,

and

(C₁-C₃)alkyl which is optionally substituted up to two times by OH;

or

R^{28} and R^{29} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C₁-C₃)alkyl which in turn is optionally substituted up to two times by OH or O(C₁-C₃)alkyl;

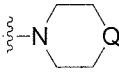
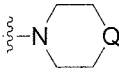


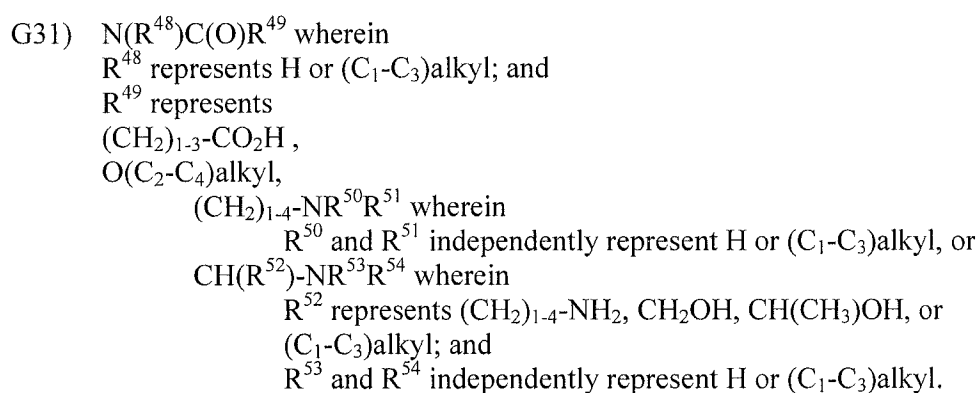
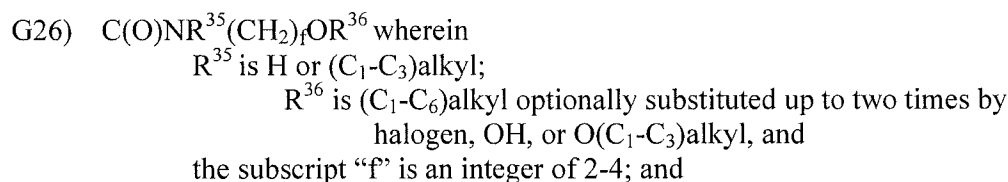
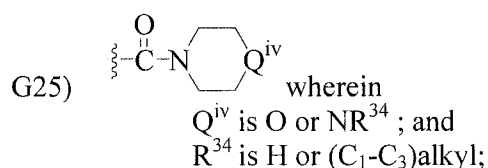
5. (Original) The compound of claim 4
 wherein
 R^1 represents H;
 R^2 represents O(C₁-C₃)alkyl or NR^3R^4
 wherein R^3 and R^4 are H or (C₁-C₃)alkyl;
 R^{2a} represents H;
 L represents O or CR⁶R⁷, wherein
 R^6 and R^7 are independently H, CH₃, or OH;

G'' represents a substituent selected from the group consisting of O(C₁-C₃)alkyl, halogen, and CF₃;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) Cl or F;
- G2) O(C₁-C₃)alkyl;
- G3) OH ;
- G4) (C₁-C₃)alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF₃ ;
- G8) NR¹⁰R¹¹, wherein
R¹⁰ and R¹¹ are independently selected from
H,
CH₃,
cyclopropyl,
benzyl,
NR¹²R¹³ wherein
R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided
that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,
and
(C₂-C₄)alkyl which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, O(C₁-C₃)alkyl, and
NR¹⁴R¹⁵, wherein
R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or
R¹⁴ and R¹⁵ can join to form a heterocycle of

formula  wherein
Q represents CH₂, O, or NR¹⁶, and
R¹⁶ represents H or (C₁-C₃)alkyl,
- G12) OSO₂NR²³R²⁴ wherein
R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl which may
optionally be substituted once by OH or NR²⁵R²⁶, wherein
R²⁵ and R²⁶ independently represent H or (C₁-C₃)alkyl;
- G21) C(O)NR²⁸R²⁹, wherein
R²⁸ and R²⁹ are independently selected from
H
and
(C₁-C₃)alkyl which is optionally substituted up to two times by
OH;

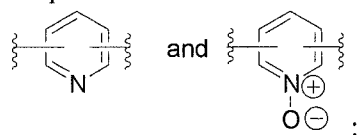


6. (Original) The compound of claim 1
 wherein

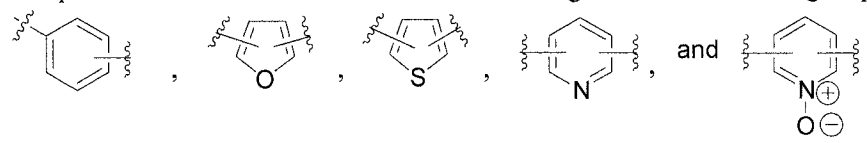
R^1 represents H;

M represents CH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and

3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G22, and G31;
and subject to the further proviso

4) when J is pyridyl, n is 1, 2, or 3;
and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) $\text{O}(\text{C}_1\text{-C}_4)\text{alkyl}$ which optionally is substituted up to two times by $\text{O}(\text{C}_1\text{-C}_2)\text{alkyl}$;
- G3) OH ;
- G4) $(\text{C}_1\text{-C}_5)\text{alkyl}$, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF_3 ;

G8) $\text{NR}^{10}\text{R}^{11}$, wherein
 R^{10} and R^{11} are independently selected from

H,
 CH_3 ,
cyclopropyl,
benzyl,

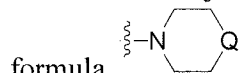
$\text{NR}^{12}\text{R}^{13}$ wherein

R^{12} and R^{13} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, provided
that both R^{10} and R^{11} are not $\text{NR}^{12}\text{R}^{13}$ simultaneously,

and

$(\text{C}_2\text{-C}_4)\text{alkyl}$ which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$, and
 $\text{NR}^{14}\text{R}^{15}$, wherein

R^{14} and R^{15} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, or
 R^{14} and R^{15} can join to form a heterocycle of



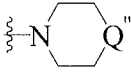
wherein
Q represents CH_2 , O, or NR^{16} , and
 R^{16} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered
N-containing ring which is optionally substituted up to two times
by
OH,
 $\text{NR}^{17}\text{R}^{18}$, wherein
 R^{17} and R^{18} are H or $(\text{C}_1\text{-C}_3)\text{alkyl}$,

or by
(C₁-C₃)alkyl which is optionally substituted up to two times by
halogen, OH, or O(C₁-C₃)alkyl;

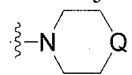
G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH₃, or (C₂-C₄)alkyl which may
optionally be substituted once by OH or $\text{NR}^{25}\text{R}^{26}$, wherein
 R^{25} and R^{26} independently represent H or (C₁-C₃)alkyl;

G22)  wherein
 Q'' is O or NR^{30} , and
 R^{30} is
H,
cyclopropyl, or
(C₁-C₃)alkyl which is optionally substituted once by
halogen, OH, or O(C₁-C₃)alkyl; and

G31) $\text{N}(\text{R}^{48})\text{C}(\text{O})\text{R}^{49}$ wherein
 R^{48} represents H or (C₁-C₃)alkyl; and
 R^{49} represents
(CH₂)₁₋₃-CO₂H,
O(C₂-C₄)alkyl,
(CH₂)₁₋₄- $\text{NR}^{50}\text{R}^{51}$ wherein
 R^{50} and R^{51} independently represent H or (C₁-C₃)alkyl, or
 $\text{CH}(\text{R}^{52})-\text{NR}^{53}\text{R}^{54}$ wherein
 R^{52} represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or
(C₁-C₃)alkyl; and
 R^{53} and R^{54} independently represent H or (C₁-C₃)alkyl.

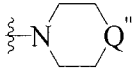
7. (Original) The compound of claim 6
wherein
 R^1 represents H;
 R^2 represents O(C₁-C₃)alkyl, or NR^3R^4
wherein R^3 and R^4 are H or (C₁-C₃)alkyl;
 R^{2a} represents H;
L represents O or CR^6R^7 , wherein
 R^6 and R^7 are independently H, CH₃, or OH;
 G'' represents a substituent selected from the group consisting of O(C₁-C₃)alkyl, halogen,
and CF₃;
n and n' are independently 0 or 1, and provisos 1-3 do not apply;
- G and G' moieties are independently selected from the group consisting of:
G1) Cl or F;

- G2) $O(C_1-C_3)\text{alkyl}$;
- G3) OH ;
- G4) $(C_1-C_3)\text{alkyl}$, which is optionally substituted up to three times by halogen;
- G5) OCF_3 ;

- G8) $NR^{10}R^{11}$, wherein
 R^{10} and R^{11} are independently selected from
 H ,
 CH_3 ,
 cyclopropyl,
 benzyl,
 $NR^{12}R^{13}$ wherein
 R^{12} and R^{13} are independently H or $(C_1-C_3)\text{alkyl}$, provided
 that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,
 and
 $(C_2-C_4)\text{alkyl}$ which is optionally substituted up to three times by
 halogen, and up to two times by substituent groups
 independently selected from hydroxyl, $O(C_1-C_3)\text{alkyl}$, and
 $NR^{14}R^{15}$, wherein
 R^{14} and R^{15} are independently H or $(C_1-C_3)\text{alkyl}$, or
 R^{14} and R^{15} can join to form a heterocycle of
- 

formula $\text{---}N\text{---}Q$ wherein
 Q represents CH_2 , O , or NR^{16} , and
 R^{16} represents H or $(C_1-C_3)\text{alkyl}$;

- G12) $OSO_2NR^{23}R^{24}$ wherein
 R^{23} and R^{24} independently represent H , CH_3 , or $(C_2-C_4)\text{alkyl}$ which may
 optionally be substituted once by OH or $NR^{25}R^{26}$, wherein
 R^{25} and R^{26} independently represent H or $(C_1-C_3)\text{alkyl}$;

- G22)  wherein
 Q'' is O or NR^{30} , and
 R^{30} is H or $(C_1-C_3)\text{alkyl}$; and

- G31) $N(R^{48})C(O)R^{49}$ wherein
 R^{48} represents H or $(C_1-C_3)\text{alkyl}$; and
 R^{49} represents
 $(CH_2)_{1-3}-CO_2H$,
 $O(C_2-C_4)\text{alkyl}$,
 $(CH_2)_{1-4}-NR^{50}R^{51}$ wherein

R^{50} and R^{51} independently represent H or (C₁-C₃)alkyl, or
 $CH(R^{52})-NR^{53}R^{54}$ wherein
 R^{52} represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or
(C₁-C₃)alkyl; and
 R^{53} and R^{54} independently represent H or (C₁-C₃)alkyl.

8. (Original) A compound selected from the group consisting of
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}-*N*-methylpyridine-2-carboxamide;
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carboxamide;
4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carbonitrile;
6-phenyl-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
*N*⁴-(4-{[2-(2-chloropyridin-4-yl)oxy]phenyl})-6-phenylpyrimidine-2,4-diamine;
4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl sulfamate;
N-(4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl)glycinamide trifluoroacetate;
6-(4-aminophenyl)-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
6-(6-aminopyridin-3-yl)-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
6-pyridin-3-yl-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
N-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]-4-methoxybenzenesulfonamide trifluoroacetate;
N-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]methanesulfonamide trifluoroacetate;
and
(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methanol trifluoroacetate (salt).
9. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.
10. (Original) A method of treatment for a hyperproliferative disorder comprising administering an effective amount of a compound of claim 1 to a subject in need thereof.
11. (Original) The method of claim 10 wherein said hyperproliferative disorder is cancer.